

William L. Wallander, SBT #20780750
Clayton T. Hufft, SBT #24056658
Beth Lloyd, SBT #24060179
Bradley R. Foxman, SBT #24065243
VINSON & ELKINS LLP
Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
Tel: 214.220.7700
Fax: 214.220.7716
bwallander@velaw.com; chufft@velaw.com;
blloyd@velaw.com; bfoxman@velaw.com

COUNSEL FOR THE LP DEBTORS¹

Peter Franklin, SBT #07378000
Erin K. Lovall, SBT #24032553
FRANKLIN SKIERSKI LOVALL HAYWARD LLP
10501 N. Central Expressway, Suite 106
Dallas, Texas 75231
Tel: 972.755.7100
Fax: 972.755.7110
pfranklin@fslhllaw.com; elovall@fslhllaw.com

COUNSEL FOR THE GP DEBTORS²

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	
	§	Case No. 10-33565-SGJ
TRIDIMENSION ENERGY, L.P., et al.	§	
	§	Chapter 11
DEBTORS.	§	
	§	Jointly Administered
	§	

**PLAN SUPPLEMENT FOR
AMENDED JOINT PLAN OF LIQUIDATION FOR THE DEBTORS**

The above-referenced debtors and debtors in possession (collectively, the “Debtors”)³ hereby file this *Plan Supplement for Amended Joint Plan of Liquidation for the Debtors* (the

¹ The LP Debtors include TriDimension Energy, L.P., TDE Property Holdings, LP, Axis E&P, LP, Axis Onshore, LP, Axis Marketing, LP, and Ram Drilling, LP.

² The GP Debtors include TDE Operating GP LLC and TDE Subsidiary GP LLC.

³ The Debtors include the GP Debtors and the LP Debtors.

“Plan Supplement”) pursuant to Section 16.14 of the Amended Joint Plan of Liquidation for the Debtors [Docket No. 678] (as amended, modified, and supplemented, the “Plan”).⁴ The Plan Supplement includes the following exhibits:

Exhibit	Description
A	Identity of the Liquidating Trustee
B	Proposed Terms of Compensation of the Liquidating Trustee
C	Identity of the Liquidating Trust Committee Members and, if necessary, any Replacement Liquidating Trust Committee Members

Dated: March 14, 2011

Respectfully submitted,

/s/ Clayton T. Hufft
William L. Wallander, SBT #20780750
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Beth Lloyd, SBT #24060179
Bradley R. Foxman, SBT #24065243
VINSON & ELKINS LLP
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2001 Ross Avenue, Suite 3700
Dallas, Texas 75201-2975
Tel: 214.220.7700
Fax: 214.220.7716
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10501 N. Central Expressway, Suite 106
Dallas, TX 75231
Tel: 972.755.7100
Fax: 972.755.7110
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⁴ Capitalized terms that are not defined herein shall have the meanings given to them in the Plan.

CERTIFICATE OF SERVICE

I certify that, on March 14, 2011, a copy of the foregoing document was served by the Electronic Case Filing system for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Clayton T. Hufft

One of Counsel

EXHIBIT A

Identity of the Liquidating Trustee

Jason Searcy
Searcy & Searcy, PC
P.O. Box 3929
Longview, Texas 75606
Tel. 903.757.3399
Fax. 903.757.9559
www.jrsearcylaw.com

EXHIBIT B

Proposed Terms of Compensation of the Liquidating Trustee

1. **Liquidating Trustee Compensation.** On account of the aggregate distributions made from the Series A Distribution Reserve and the Series B Distribution Reserve and from the Senior Claim Reserve (but only on account of distributions made on account of Other Secured Claims), the Liquidating Trustee will be paid 15% of the first \$100,000.00 distributed; 10% of amounts distributed between \$100,000.00 and \$1,000,000.00; and 5% of amounts distributed over \$1,000,000.00. No Liquidating Trustee commission will be earned on distributions made to the holders of Senior Lien Secured Claims from the Remaining Sale Proceeds on hand as of the Effective Date. No Liquidating Trustee commission will be earned on distributions made to the holders of Senior Lien Secured Claims from the funds received from the SR Environmental Claim unless otherwise agreed between the Liquidating Trustee and the holders of Senior Lien Secured Claims, and such commission is only to be paid from the funds recovered on the SR Environmental Claim. Additionally, no Liquidating Trustee commissions will be paid on distributions from the Liquidating Trust Expense Reserve or the Senior Claim Reserve (other than distributions on account of Other Secured Claims).
2. **SR Environmental Claim.** If the holders of Senior Lien Secured Claims request that the Liquidating Trustee pursue the SR Environmental Claim, the Liquidating Trustee will be paid an amount mutually agreed between the holders of Senior Lien Secured Claims and the Liquidating Trustee; provided, however, no compensation for pursuit of the SR Environmental Claim shall be paid from the Liquidating Trust (i.e., it must be paid directly by the holders of Senior Lien Secured Claims or out of recoveries on the SR Environmental Claim, not from the Liquidating Trust).
3. **Litigation.** Subject to #2 above, the Liquidating Trustee shall have the right but not the obligation to retain the Liquidating Trustee's law firm to act as counsel to the Liquidating Trustee on an hourly or contingent fee basis, and if such retention is on an hourly basis the rate shall not exceed the Liquidating Trustee's standard hourly rate (i.e. \$400.00 per hour or the standard hourly rates of other lawyers in his firm, the highest of which is \$300.00 per hour). The Liquidating Trustee shall not retain his firm to handle any directors and officers litigation without first obtaining the consent of the Liquidating Trust Committee.

EXHIBIT C

Identity of the Liquidating Trust Committee Members

Initial Member selected by the Committee: Chris Ryan (representative of Baker Hughes Oilfield Operations, Inc. d/b/a Baker Hughes Drilling Fluids, Baker Oil Tools and Baker INTEQ and Baker Petrolite, Inc.).

Initial Member selected by the Agent: Mary Katherine Turner (representative of Amegy Bank, N.A.).

Initial Member to be selected by the above appointees: To be disclosed prior to Confirmation Hearing.

Replacement Members: Randy Snyder (representative of Schlumberger Technology Corporation) to replace Chris Ryan, if necessary; Joe Argue (representative of the Agent) to replace Mary Katherine Turner, if necessary.